

**RHODE ISLAND MAYORAL ACADEMYSM
BLACKSTONE VALLEY**

BOARD OF DIRECTORS

MINUTES

12 noon, December 9, 2010

Town Council Chambers, Cumberland Town Hall

45 Broad Street, Cumberland

Mayor McKee called the meeting to order at approximately 12:14 p.m. Present were:

Mayor Daniel J. McKee (Chair)
Administrator T. Joseph Almond
Kenneth Vaudreuil

Also present were Daniel C. Waugh, Esquire, Antonio Afonso, Esq., Drew Allsopp and Michael Magee.

Minutes

Secretary Waugh announced that minutes of the December 6, 2011 meeting were not yet prepared and requested that the item be deferred. The Chair deferred consideration of the December 6, 2011 minutes.

Chair's Report

The Chair declared that he would not make a report.

Potential litigation

Mr. Vaudreuil (seconded by Mr. Almond) moved to go into executive session to discuss potential litigation pursuant to R.I. Gen. Laws § 42-46-5(2). The motion passed on the following vote: AYE: McKee, Almond, Vaudreuil. NAY: None.

**EXECUTIVE SESSION TO DISCUSS POTENTIAL LITIGATION
PURSUANT TO R.I. GEN. LAWS § 42-46-5(2)**

(During the executive session, at 12:23 p.m., John Morton, M.D., joined the meeting.)

Following the Executive Session, the meeting reconvened in open session. Dr. Morton (seconded by Mr. Almond) moved to seal the minutes of the December 6 and December 9, 2010

Executive Sessions. The motion passed on the following vote: AYE: McKee, Almond, Morton, Vaudreuil. NAY: None.

Management of Schools

Mr. Almond (seconded by Dr. Morton) moved the following resolution:

WHEREAS, Rhode Island Mayoral AcademySM Blackstone Valley (the “Corporation”), formerly known as Democracy PrepSM Blackstone Valley, a Rhode Island Mayoral AcademySM, entered into a Memorandum of Understanding dated September 28, 2009 with Democracy Builders pursuant to which Democracy Builders agreed to provide management services for the benefit of the school chartered on June 4, 2009 to Rhode Island Mayoral Academies; and

WHEREAS, the Memorandum of Understanding expired as of the close of the 2009—2010 academic year; and

WHEREAS, since the expiration of the Memorandum of Understanding, the Corporation has suffered Democracy Builders to manage the school in anticipation of the execution of a new management agreement with Democracy Builders; and

WHEREAS, despite the efforts of the parties extending over at least six months, the parties have been unable to reach agreement as to a management agreement for the current academic year;

Now, therefore, be it

RESOLVED: That it is in the best interests of the Corporation’s school, its students and their families, the faculty, leaders, and staff of the school, to resolve any contentions relating to the governance, management, or operations of the school; and

That the Board determines after careful deliberation that further negotiations cannot be fruitful.

RESOLVED: That Democracy Builders be notified that negotiations are terminated;

That functions previously carried out for the benefit of the Corporation’s school by Democracy Builders be brought in house forthwith;

That Democracy Builders be requested to assist in the transfer of the functions to in-house staff to help insure a smooth transition for the benefit of students, families, faculty, school leaders, and staff; provided that, such transfer of functions continue regardless of whether or not Democracy Builders agrees to or does assist in the transfer of functions;

That if Democracy Builders agrees to and does provide the requested assistance, the Deputy Executive Director or Treasurer may agree to provide compensation

for such assistance within the limitations granted by the Corporation and the Rhode Island Mayoral Academies;

RESOLVED: That, in furtherance of the foregoing resolutions, and not in limitation of the generality thereof:

--The Corporation shall assume responsibility for payroll processing not later than January 1, 2011

--The arrangement whereby the Corporation on behalf of Democracy Builders processes the payroll for Chiv Heng and Jason Skinner shall be terminated as of December 31, 2010

--Management of the educational staff shall be taken up immediately by the Corporation

--Purchasing shall not be reimbursed or paid from Corporation funds except that purchases paid for prior to the date hereof may be reimbursed if appropriate to the extent not previously reimbursed, purchases ordered in good faith prior to the date of this resolution but remaining unpaid may be paid if appropriate, and purchases made after the date hereof may be paid in accordance with the policies of the Corporation as adopted by its board of directors

--Demand shall be made for the immediate return of student records in the possession of Democracy Builders;

RESOLVED: That Democracy Builders be directed that all communications to school faculty, management, staff, leaders, students, or their families through the use of Corporation property, materials, or technology (including OneCall) (other than a mutually agreed joint written statement or presentation) is prohibited and that any communications to the Corporation be made exclusively through the Chairman of the Board of Directors of the Corporation; and

RESOLVED: That the Chairman is authorized and directed to notify Democracy Builders of the import of the foregoing resolutions;

RESOLVED That the officers of the Corporation are authorized and directed to take such acts as are necessary or appropriate to carry out the foregoing resolutions.

The resolution passed on the following vote: AYE: McKee, Almond, Morton, Vaudreuil.
NAY: None.

Personnel issues

No motion was put forth. Accordingly, this item was passed.

School and Corporate Officers

Dr. Morton (seconded by Mr. Vaudreuil) moved the following resolution:

RESOLVED: That Jeremy Chiappetta be and hereby is confirmed as and is elected to the office of Executive Director and also to the office of Head of School for Rhode Island Mayoral AcademySM Blackstone Valley; and further provided that the Executive Director or the Deputy Executive Director, hereinafter named, acting singly, be and hereby is authorized and empowered to hire a Director of Operations for Rhode Island Mayoral AcademySM Blackstone Valley and a Director of External Affairs for Rhode Island Mayoral AcademySM Blackstone Valley, both pursuant to “at will employment” contracts, such contracts to be ratified by the Board of Directors no later than sixty (60) days from the date of hire; and provided further that the Executive Director may make such day-to-day purchases as are required by the day-to-day operations of the Rhode Island Mayoral AcademySM Blackstone Valley as in the judgment of said Executive Director are necessary and desirable for carrying out the operations of the Rhode Island Mayoral AcademySM Blackstone Valley schools; and further provided that the Executive Director shall have such other duties and responsibilities as may be delegated by the Board of Directors of the Rhode Island Mayoral AcademySM Blackstone Valley to said Executive Director from time to time by resolution of the Board of Directors.

FURTHER

RESOLVED: That Drew Allsopp be and hereby is elected to the office of Deputy Executive Director of Rhode Island Mayoral AcademySM Blackstone Valley to serve without compensation in said role to assist the Executive Director in such manner as the Executive Director or the Board of Directors of Rhode Island Mayoral AcademySM Blackstone Valley may from time to time reasonably request.

The resolution passed on the following vote: AYE: McKee, Almond, Morton, Vaudreuil.
NAY: None.

Dr. Morton (seconded by Mr. Almond) moved the following resolution:

RESOLVED: That Jeremy Chiappetta be and he hereby is confirmed as Head of the Corporation’s elementary school, reporting to the Executive Director.

RESOLVED: That Stacy Birdsell be and she hereby is confirmed as the Head of the Corporation’s middle school, reporting to the Executive Director.

The resolution passed on the following vote: AYE: McKee, Almond, Morton, Vaudreuil.
NAY: None.

Approval of auditor's engagement

Mr. Vaudreuil (seconded by Mr. Almond) moved to table consideration of approval of the auditor's engagement. The motion passed on the following vote: AYE: McKee, Almond, Morton, Vaudreuil. NAY: None.

Regular meeting schedule for 2011

Dr. Morton (seconded by Mr. Vaudreuil) moved to table consideration of the 2011 regular meeting schedule. The resolution passed on the following vote: AYE: McKee, Almond, Morton, Vaudreuil. NAY: None.

Next meeting

The Chair announced that the next meeting would be at the call of the Chair.

Adjournment

Dr. Morton (seconded by Mr. Vaudreuil) moved to adjourn. The motion passed on the following vote: AYE: McKee, Almond, Morton, Vaudreuil. NAY: None.

The Chair declared the meeting adjourned.

Respectfully submitted,

Daniel C. Waugh
Secretary